## IN THE UNITED STATES BANKRUPCY COURT SOUTHERN DISTRICT OF NEW YORK

Delphi Corporation, et al.

Case No. 05-44481 (RDD)

Chapter 11

Debtors.

(Jointly Administered)

#### HEAD ACOUSTICS, INC'S. RESPONSE TO DEBTORS' SEVENTH OMNIBUS CLAIMS OBJECTION

Now comes HEAD acoustics, Inc. ("HEAD") of Brighton, MI 48116 for its Response to the Debtors' Seventh Omnibus Claims Objection dated January 12, 2007. Debtor is objecting to Claim No. 8668 (attached as Exhibit A) in the amount of \$3,890.00.

On August 19, 2005 Debtor entered into a one-year contract for maintenance support of equipment and software with HEAD by the issuance of Purchase Order LPS98456 (attached as Exhibit B) in the amount of \$3,890.00. After transitioning to a new purchasing/accounting system, Debtor re-issued the purchase order as No. 450127897 (attached as Exhibit C). HEAD created invoice #AAAI1329 (attached as Exhibit D) and acknowledged the contract on November 1, 2005 (attached as Exhibit E). HEAD, in good faith, engaged in the delivery of services as requested by the Debtor including providing software update 8.0 (attached as Exhibit F) and technical support (attached as Exhibit G).

Debtors' Basis for Objection is that they "are not owing pursuant to the Debtors' books and records." However, it is precisely those books and records which are at fault and not Claim No. 8668. Debtors' purchase orders (see Exhibits B and C) state that no invoice is required of HEAD and that the order will pay on receipt. The Debtors' purchasing/accounting system requires that the Debtor "receipt" goods and service. Once "receipted" by the Debtor, payment is automatically generated based on payment terms. However, Debtor failed to "receipt" the contract and payment was never issued. Efforts by HEAD to elicited Debtors' cooperation to rectify their books and records were unsuccessful (attached as Exhibit H).

HEAD contests the Objection of the Debtor and requests the Court to allow Claim No. 8668 in the amount of \$3,890.00.

Respectfully submitted,

Michael Stephan, President HEAD acoustics, Inc. 6964 Kensington Road Brighton, MI 48116

248-486-0099

#### CERTIFICATE OF SERVICE

A copy of Response was mailed on this 6th day of February, 2007 to:

Delphi Corporation Attn: General Counsel 5725 Delphi Drive Troy, MI 48098 Skadden, Arps, Slate, Meagher & Flom LLP Attn: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese 333 W. Wacker Drive Suite 2100 Chicago, IL 60606

Michael Stephan

FORM BIO (Official Form 10) (04/05)

United States Bankruptcy Court Southern	DISTRICT OF New York	PROOF OF CLAIM
Name of Debtor	Case Number	
Delphi Automotive Systems LLC	05-44640	1
NOTE: This from should not be used to make a chain for an administrative		
of the case. A "request" for payment of an administrative expense may be	filed pursuant to 11 U.S.C. § 503.	_
Name of Creditor (The person or other catity to whom the debtor owes	Check box if you are aware that	$\mathcal{M}_{\mathcal{A}}$
money or property):	anyone else has filed a proof of	
HEAD acoustics, Inc.	claim relating to your claim. Attach copy of statement giving	
Name and address where notices should be sent:	particulars.	$\cup u \gamma $
	Check box if you have never received any notices from the	U
HEAD acoustics, Inc. 6964 Kensington Rd.	bankreptcy court in this case.	F
Brighton, MI 48116	☐ Chock box if the address differs	
Telephone number.	from the address on the cavelope sent to you by the court.	]
<u> </u>		THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor.	Check here Dreplaces	en 1 1 1 1 1 1 1
	if this claim a previously  ☐ amends	filed claim, dated:
1. Basis for Claim		
03 Goods Sold / Services Performed	☐ Retiree benefits as defined in 1) U.	9.C & 1114/A
Customer Claim	Wages, salaries, and compensation	
☐ Taxes	Last four digits of SS #:	
Money Leaned     Personal Issuery	Unpaid compensation for services	performed
□ Other	fmm to	
	(date)	(date)
2. Date debt was incurred:	<ol> <li>If court judgment, date obtained:</li> </ol>	•
September 26, 2005		
4. Total Amount of Claim at Time Case Filed: \$3,890.00		
4. Total Amount of Claim at Time Case Filed: \$3,890.00 (maccared)	(secured) (priori	ity) (Total)
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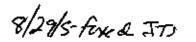
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# PURCHASE ORDER TERMS AND CONDITIONS

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**JUNE 1999** 

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EXHIBIT C

Delphi Thermal and Interior

Page 1 of 4

Buyer:

DELPHI

THERMAL & INTERIOR SYSTEMS 1401 CROOKS ROAD

TROY MI 48084

PO Number 450127897 Vertion-

Date Issued

04-Sep-2005

24-Jun-2006 01:13:14 EST

Deliver to:

DELPHI T & I TROY (HOÆNG)

1401 Crooks Road TROY Mt 48084

Delivery date: 06-SEP-2005

HEAD ACOUSTICS INC 6964 KENSINGTON RD BRIGHTON MI 48116

Vendor No: 1015587 DUNS No:

616507430

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Payment settled on 2nd, 2nd Month

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3.890.000 J601 DELPHY T & I TROY (MQ/EMG)

MAINTENANCE AGREEMENT FOR SUPPORT OF

Delivery Date	Scheduled Quantity	Price	Price Unit UOM	Value
06-SEP-2005	3,890.000	1.00	_1_ EA	3,890.00
			TED SECTION	3,890.00

Item reactivated

USD 3.890.00

IMPORTANT NOTICE TO SUPPLIERS:

PLEASE COMPLY STRICTLY WITH DELPHT'S ENVIRONMENTAL REQUIREMENTS AS STATED IN THE ENVIRONMENTAL REQUIREMENTS

Purchasing Contact: Kirchgraber, John

Phone: 716-439-2462

Fax: 716-439-2216

Contact Address:

1401 Crooks Road. TROY MI 48084

Date and Time Printed: 24-Jun-2006 01:13:14 EST

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DELPHI

\_Delphi Thermal and Interior

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HEAD ACOUSTICS INC 6964 KENSINGTON RD BRIGHTON MI 48116

PO Number 450127897 Version

Date Issued 04-Sep-2005

24-Jun-2006 01:13:14 EST

FOR CO.

FOR CONTRACTORS / SUPPLIERS / VENDORS. A COPY OF THE ENVIRONMENTAL REQUIREMENTS IS AVAILABLE UPON WRITTEN REQUEST TO THE BUYER.

\*

Delphi requires 100% on time delivery performance from suppliers. If you anticipate problems in delivering materials and/or completing services by the date specified on the Buyer's purchase order, the Delphi Buyer should be notified immediately.

Restricted, toxic, and hazardous materials - Suppliers are required to comply with current governmental and safety constraints on restricted, toxic and hazardous materials; as well as environmental, electrical and electromagnetic considerations applicable to the country of manufacture and sale. This relates to both the salable product and the manufacturing processes. (Refer also to Terms and Conditions No. 8 "Ingredients Disclosure and Special Warnings Instructions"). Commencement of any work or service under this order shall constitute seller's acceptance of these responsibilities. If you do not accept these responsibilities, please contact the appropriate Delphi's Bayer.

#\*

Selier acknowledges and agrees that Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document issued by Buyer or accepted in writing by Buyer, whether expressed in written form or by electronic data interchange, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). A copy of Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are available upon written request to Buyer or via the internet at Delphi's website, delphi-com. Seller acknowledges and agrees that it has read and understands Buyer's General Terms and Conditions and Delphi Customer Specific Requirements. If Seller accepts this Contract in writing or commences any of the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract and Buyer's General Terms and Conditions and Delphi Customer Specific Requirements in their entirety without modification. Any additions to, changes in, modifications of, or revisions of this Contract (tochning Buyer's General Terms and Conditions and modelification. Any additions to, changes in, modifications of, or revisions of this Contract (tochning Buyer's General Terms and Conditions and modelification by proposes will be deemed to be rejected by Buyer except to the extent that Buyer excepts any such as proposals in writing.

All wood packaging must be compliant with the International Standard Phytomniary Measure #15 in the treatment of wood packaging material. Please reference the "Requirements for the treatment of wood packaging materials" section of the Supplier Community Portal found on www.delphi.com for further details.

\*\*\*\*\*

Title to goods shall transfer from seiler to buyer upon urrival at buyer's consuming plant.

This Contract replaces previous contract # LPS98456.

THIS ORDER WILL PAY ON RECEIPT. PLEASE DO NOT SEND AN INVOICE UNLESS THIS IS THE FIRST PAY ON RECEIPT ORDER YOU RECEIVED FROM US. THIS IS NOT A C.O.D. ORDER, BUT AN INVOICELESS SYSTEM WHICH GENERATES PAYMENT BASED ON MATERIAL RECEIPT, QUESTIONS CALL DISBURSEMENT SERVICES 248-874-4636.

DISBURSEMENT SERVICES 248-874-4636.

IF P.O. IS IN ERROR, CONTACT BUYER HEPORE PROCEEDING.

IF YOUR COMPANY'S AFFILIATE IS EXPECTING PAYMENT FOR THIS ORDER, PLEASE ADVISE THE DELPHI BUYER TO CANCEL AND REISSUE THE ORDER TO THE AFFILIATE.

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## DELPHI

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HEAD ACOUSTICS INC 6964 KENSINGTON RD BRIGHTON MI 48116

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1000

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ALL PACKING SLIPS MUST SHOW THE ABOVE P.O. II, CORRESPONDING ITEM CODE/AND OR PART NUMBER, AND THE ASSIGNED RELEASE NUMBER, IF APPLICABLE.

IF ITEM(S) ARE UNDER 40 LBS., AND TOTAL SHIPMENT IS LESS THAN 150 LBS.-SHIP UPS CONSIGNEE ANY QUESTIONS ON PREIGHT CONTACT 248-655-0901(J.FINK)

SUPPLIERS ARE EXPECTED TO MEET ALL REQUIREMENTS DETAILED IN THE DELPHI GLOBAL PURCHASING SUPPLIER GUIDELINES AND REFERENCE DOCUMENTS. THESE GUIDELINES & DOCUMENTS ARE AVAILABLE ON THE DELPHI SYSTEMS WEBSITE, WWW.DELPHI.COM -BY CLICKING ON "SUPPLIERS" IN THE HEADER

NO CHEMICAL SHALL BE BROUGHT ONSITE FOR DEMONSTRATION EXPERIMENTAL, TRIAL, OR EVALUATION PURPOSES, OR FOR FULL USAGE, WITHOUT PRIOR APPROVAL OF DELPHI THERMAL & INTERIOR'S HAZARDOUS MATERIALS REVIEW COMMITTEE. IT IS SUPPLIER'S/CONTRACTOR'S RESPONSIBILITY TO ENSURE THAT THE EMPLOYEE HAS OBTAINED A CHEMICAL USE APPROVAL (CUAF) PRIOR TO BRINGING ANY CHEMICAL ONSITE YOU CAN VIEW PAYMENT STATUS ONLINE USING E-DACOR, LOGON TO THE DELPHI SUPPLIER PORTAL AT HTTP://DELPHI.COVISINT.COM FOR FREE REGISTRATION. CLICK ON THE REGISTRATION TAB, GO TO REGISTRATION TIMING AND CLICK ON "CLICK ON HERE TO REQUEST AN IMMEDIATE CONTACT FOR YOUR BUSINESS", FILL OUT THE FORM AND FOLLOW THE INSTRUCTIONS.
THE GENERAL TERMS AND CONDITIONS THAT APPEAR ON THE REVERSE SIDE OF THIS PURCHASE ORDER ARE NULL AND YOUR AND REPLACED BY DELPHI'S GENERAL TERMS AND CONDITIONS DATED MARCH 2004 FOUND ON WWW.DELPHI.COM/SUPPLIERS.

SELLER ACKNOWLEDGES AND AGREES THAT BUYER'S GENERAL TERMS AND CONDITIONS ARE INCORPORATED IN, AND A PART OF, THIS CONTRACT AND EACH PURCHASE ORDER, RELEASE, REQUISITION, WORK ORDER, SHIPPING INSTRUCTION, SPECIFICATION AND OTHER DOCUMENT ISSUED BY BUYER OR ACCEPTED IN WRITING BY BUYER, WHETHER EXPRESSED IN WRITTEN FORM OR BY ELECTRONIC DATA INTERCHANGE, RELATING TO THE GOODS ANIXOR SERVICES TO BE PROVIDED BY SELLER PURSUANT TO THIS CONTRACT

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## DELPHI

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HEAD ACOUSTICS INC 6964 KENSINGTON RD BRIGHTON MI 48116

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Date Issued 04-Sep-2005

24-Jun-2006 01:13:14 EST

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(SUCH DOCUMENTS ARE COLLECTIVELY REFERRED TO AS THIS

CONTRACT"). A COPY OF
BUYER'S GENERAL TERMS AND CONDITIONS IS AVAILABLE
UPON WRITTEN REQUEST TO
BUYER OR VIA THE INTERNET AT DELPHI'S WEBSITE,
DELPHICOM SELLER

ACKNOWLEDGES AND AGREES THAT IT HAS READ AND UNDERSTANDS BUYER'S GENERAL

TERMS AND CONDITIONS. IF SELLER ACCEPT THIS CONTRACT IN WRITING OR

COMMENCES ANY OF THE WORK OR SERVICES WHICH ARE THE

SUBJECT OF THIS CONTRACT, SELLER WILL BE DEEMED TO HAVE ACCEPTED THIS CONTRACT AND BUYER'S

THIS CONTRACT AND BUYER'S
GENERAL TERMS AND CONDITIONS IN THEIR ENTIRETY
WITHOUT MODIFICATION. ANY
ADMINISTO, CHANGES IN, MODIFICATIONS OF, OR
REVISIONS OF THIS CONTRACT

(INCLUDING BUYER'S GENERAL TERMS AND CONDITIONS)

WHICH SELLER PROPOSES WILL

BE DREMED TO BE REJECTED BY BUYER EXCEPT TO THE EXTENT THAT BUYER EXPRESSLY

AGREES TO ACCEPT ANY SUCH PROPOSALS IN WRITING. TERMS AND CONDITIONS SEPTEMBER 2004, APPLY

OF WHICH SUPPLIER HAS RECEIVED A COPY.



HEAD acoustics, Inc. 6964 Kensington Road Brighton MI 48116

Tel: (248) 486-0099 Fax: (248) 486-9470



Number AAAI1329 /5つとt

Date 09/26/05

Project No. 269/0906, H-2981

#### Sc d To:

Delphi Automotive Systems

- """ Pay on Receipt """
- \* \* \* No Invoice Required \* \* \*
- \* \* \* for Internal HAI Purposes only \* \*

#### Ship To:

Delph/ Automotive Systems Mr. M. R. Litz

1401 Crooks Road

Mail Code 480-009-148

Troy, MI 48084-7106

**United States** 

Revised PO # 450127897

CUSTOMER PC#	Ship Via	Payment Terms
LPS98456	N/A	Net 30 days

-	000103123110		1 37.1.2.1.10	11/8
	LPS98456	N/A	Net 30 day	<u>rs</u>
tem	Cty Code	Description	Unit Price	Ext d Price
٠	9347	SMA-ATS1	\$2,626.00	\$2,626.00
· .		Software Maintenance & Technical Supp Arternis System w/ S/N: 46002084 "Including the following: Basic Analysis : ATP 01, Arternis Playback Module ATP 03, Arternis Signature Analysis Mod ATP 10, Arternis Generator & Editor Mod Coverage period: 10/1/2005 - 9/30/2006	Software tule tule	
		S/N:		
	S1369C	SQuadriga	\$904.00	\$904.00
		Service & Maintenance Coverage of SQL S/N: 13690064	ladnga w/	
:		Includes an Ahmual Certified Calibration Coverage period: 10/1/2005 - 9/30/2006 S/N:		
	S4822C	BHS	\$360,00	\$360,00
		Service & Maintenance Coverage of Bina HEADset w/ S/N: 48220056 Includes an Annual Certified Calibration	eurali	
٠.		Coverage period: 10/1/2005 - 9/30/2006 S/N:		
-	Calibrations			-
va.		To occur at HEAD acoustics' Brighton, MI Transportation not included.	office.	
00004			Sub Total	\$3,890.00
00001	3890	PR725414 001	Tax	\$0.00
	•	· .	Shapping	\$0.00
		Total	(Payable in US Dollars)	\$3,890,00

269

HEAD Schustics\*

November 1, 2005

HEAD according for. 6964 Karsingto In. Brighter, Micheller 18816 Telephone 2464 858470 Mr. M. Litz Delphi Automotive Systems 1401 Crooks Road Mail Code 480-009-148 Troy, MI 48084-7106

Ref: Delphi Automotive P.O. # LPS98456

Dear Mr. Litz:

HEAD acoustics is pleased to advise you that a Purchase Order has been received for Extended Service & Maintenance on HEAD acoustics equipment owned by Delphi Automotive Systems;

The following is an Extended Service & Maintenance Agreement confirmation:

Contact: Mr. Michael Litz

Phone: 248/655-8702

Fax:

e-mail: 'michael r.litz@delphi.com'

The items covered are as outlined below:

ArtemiS Software Maintenance and Technical Support for ArtemiS System

w/ S/N: 46002084

Includes following: Busic Analysis Software
ATP 01 Artemis Playback Module

ATP 03 ArtemiS Signature Analysis Module ATP 10 ArtemiS Generator & Editor Module

Coverage period: 10/1/2005 - 9/30/2006

SQuadriga Service & Maintenance Coverage of SQuadriga

w/ S/N: 13690064

Includes an Annual Certified Calibration Coverage period: 10/1/2005 - 9/30/2006

BHS Service & Maintenance Coverage of Binantal HEADset

w/ S/N: 48220056

Includes an Annual Certified Calibration Coverage period: 10/1/2005 – 9/30/2006

Please contact HEAD acoustics, Inc. with any changes /additional information:

Contact (if different from above):	<del></del>	<del></del>	··	
Phone # (if different from above):		<del>_</del>		·
Other discrepancies:				

November 1, 2005

HEAD Ato tiks

Letter to: Mr. M. Litz

Delphi Automotive Systems

Page 2

Please call HEAD acoustics' Arlene Wainwright, at 248/486-0099, Ext. 200 with technical or maintenance questions that you may have concerning the equipment listed above.

Thank you and kind regards,

K. Thomugh-Schwab

Ref: 269/0906, H-2981 cc: HAI Service Dept. 05-44481-rdd Doc 6905 Filed 02/09/07 Entered 02/09/07 14:30:16 Main Document Pg 16 of 18 **EXHIBIT F** 



HEAD acoustics, Inc. 6964 Kensington Road Brighton MI 48116

Tel: (248) 486-0099 Fax: (248) 486-9470

## SHIPPING LIST

Number HAII4882 Date 08/18/06 Project No. NA

#### Ship To:

Delphi Automotive Systems Corporation John Lusk 1401 Crooks Road Mail Code 480-009-148 Troy, MI 48084-7106 United States

Telephone Number: 248-655-8712

CUSTOMER PO#	Snip Via	Account Manager
NA_	ÜPS	NA
Item Oty Code Description		Serial Number
2 1 4647		46003058, 46002084

**ATU** 

Artemis Update 8.0.100 each consisting of: 1 ArtemiS 8.0.100 Setup CD 1 Keyfile CD

Please contact us at (248) 486-0099 with any questions or concerns.

Thank you for your order!

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	Ser	vice Report	<u> </u>	-01-10	Service Job # 1	0317	
Customer			tact	Alan Marsh			
Telephone		oni sara a patarita		-mail	7 3611		
System	ArtemiS		Systen		46002084		
Module	Dell Precis	sion	Module		BTRKG31		
Division #	269	H#			Received Date	9/15/2006	
Contract #	269/0906	PO#	<u> </u>				
Start Date	9/18/2006	Close Date	9/18/2	006			
					Operations	al	
Assist customer	with installing	ArtemiS 8 and assoc	iated Hea	ad	Operations Out of Tole Limited Damaged Inoperable	erance	
software. The cu	istomer cann	ot install our software o	ive to an		Limited		
outdated Window	ws operating.	syst <del>o</del> m.			Damaged		
					Inoperable		
					Task	Initials	Hours
					Component Check		
		odates, 2. Updated the	BIOS. 3.	Installed	Component Assembly	<u> </u>	
all Head softwar	e.				Customer Orientation	<b></b>	
					Burn-In (post)	<del>                                      </del>	
					Final Test		
					Taal.	1_22:-1-	L1
					Task	Initials	Hours
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Enective Stan	9/15/2006	Effective Stop	9/18/20	U <u>b</u>	Burn-in (pre)	<del>                                      </del>	4.00
C(N)	_	D-d Nome		ine	Repair	JS	4.00
S/N	<del> </del>	Part Name	<u> </u>	ice	3rd Party Repair Burn-In (post)	<del>1</del>	
	ļ <u></u>	<u> </u>	<del>                                     </del>		Final Test	<del></del>	
	<del>                                     </del>		<del></del> -		rillat rest		
	<del>                                     </del>		<del> </del>		Task	Initials	Hours
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			<del>                                     </del>		3rd Party Calibration	<del>                                     </del>	
			<del>                                     </del>		Final Test	<del>                                     </del>	
Notes:	<del></del>				Limitations:	<del></del>	
_					L		
No Problem F	ound   🦓	Service Performed Sati	sfactorily		Task	Initials	Hours
Returned with	Limitations	Ship Date	9/18/200	06	Tech Support		
*E-5		<u> </u>			Sales Support	<u> </u>	
					Misc.		
Labor			\$44	0.00			
Parts			\$	0.00	Task	Initials	Hours
Calibration					Inspection		
Travel/Other					Burn-In (pre)		
Tech Support			\$(	0.00	Repair		
Subtotal			\$46	0.00	3rd Party Repair		
Amount Covere	d by SMA or	Warranty	\$460	0.00	Burn-In (post)		
Amount Due			\$1	0.00	Final Test	Ţ <b>—</b> —	
HEAD acoustics, I	nc. warrants al	parts and labor for 90 da	ays. If you	ı have	Inventory	<del>                                     </del>	
any questions con-	cerning this do	cument, please contact I	IEAD acol	ustics,			
nc. Service Depar	tment at (248)	486-0099.			Task	Initials	Hours
Service Mgr.			Date		Incoming Inspection	<del>                                     </del>	
Technician		JS	Date	09/18/06	<del></del>	<del>                                     </del>	
Customer			Date		Final Test	┪	
Gustoffiel	<u> </u>		Date .	<u> </u>	I man reat		

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#### Facsimile Transmission

HEAD acoustics, Inc. 6964 Kensington Rd. Brighton, MI 48116

Phone: 248.486,0099 X205

FAX PHONE: 716-439-2216

Fax: 248.486.9470

TO: Jack Kirchgraber

COMPANY: Delphi

DATE: June 23, 2006

FROM: John Kennedy, Accountant

REGARDING: Invoice

NO. OF PAGES: 2

IO. OF PAGES.

Jack,

Following is the invoice we discussed for the service and maintenance of equipment for which John Lusk is now the manager (not Mike Litz). I appreciate your efforts to get this invoice approved and scheduled.

Dh